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Hearing Date and Time
December 19, 2019, at 11:00 a.m.

*Attorneys for Counsel Financial Financial II LLC,
LIG Capital LLC, and Counsel Financial Holdings LLC*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
:
JEFFREY LEW LIDDLE, : Case No. 19-10747 (SHL)
: (Jointly Administered with Case No. 19-12346)
Debtor. : Related Doc. 263-2

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In re: : Chapter 11
:
LIDDLE & ROBINSON, L.L.P., : Case No.19-12346(SHL)
: (Jointly Administered with Case No. 19-12346)
Debtor. : Related Doc. 163-3

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**DECLARATION OF RONALD J. SOLURI, JR., CPA IN
FURTHER SUPPORT OF MOTIONS BY COUNSEL FINANCIAL
II LLC, LIG CAPITAL, LLC, AND COUNSEL FINANCIAL
HOLDINGS LLC, PURSUANT TO § 1112(b) OF THE
BANKRUPTCY CODE, TO CONVERT THESE CHAPTER 11
REORGANIZATIONS TO CHAPTER 7 LIQUIDATIONS**

Ronald J. Soluri Jr., declares under 28 U.S.C. §1746:

1. I am a CPA with Freed Maxick CPAs (the “Firm”) and I submit this declaration in support of the motion of Counsel Financial II LLC (“CF2”), LIG Capital LLC (“LIG”), and

Counsel Financial Holdings LLC (“Holdings” and together with CF2 and LIG, “Counsel Financial”, pursuant to § 1112(b) of the Bankruptcy Code, to convert the Debtor’s chapter 11 reorganization to a chapter 7 liquidation.

2. I am a Director of the Firm’s Auditing and Accounting Practice and Business Valuation Practice. I have extensive experience in the manufacturing, wholesale and distribution, healthcare, construction and not-for-profit industries, as well as offering valuation services. I have also been involved in forensic accounting engagements where fraud and embezzlement have occurred at various businesses and organizations. In addition, I have extensive due diligence experience in regard to mergers and acquisitions and I am a member of the Firm’s Business Valuation and Litigation Support team.

3. I am affiliated with the American Institute of Certified Public Accountants, the New York State Society of Certified Public Accountants, and the National Association of Certified Valuation Analysts. I attained both a Masters of Business in Administration in Accounting and a Bachelor of Science in accounting from Canisius College.

4. The Firm is one of the largest locally owned accounting firms in the upstate New York region, with offices located in Buffalo, Batavia, Rochester and Syracuse. The Firm has earned a variety of accolades, including Public Accounting Report’s Top 100 firms in the Country, Inside Public Accounting’s Best of the Best Firms list, Bowman’s Accounting Report’s Top 25 Most Profitable Accounting Firms in the U.S., Buffalo Business First’s Best Places to Work and Rochester’s Top Workplaces by the Democrat & Chronicle.

5. I have reviewed the Declarations of Allen Wilen dated 12/13/19 filed in the bankruptcy cases of Jeffrey Lew Liddle [163-3] and Liddle & Robinson, L.L.P. (“L&R”) [263-2].

6. I have also reviewed the loan documents – Exhibits J, Exhibits N and Exhibits S to the Wexelbaum Affidavit (i.e. the Note, Security Agreement, and Closing Checklist) between (i) CFII and L&R (the “CFII Loan”), (ii) between LIG and L&R (the “LIG Loan”), and (iii) between Holdings and L&R (the “Holdings Loan”).

7. It is my professional opinion that:

a. The CFII Loan, the LIG Loan, and the Holdings Loan are each bona-fide lending agreements;

b. CFII, LIG, and Holdings are each bona-fide creditors of L&R and not investors in the Firm;

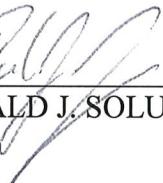
c. Neither CFII, LIG, nor Holdings made a “loan-to-own” with L&R.

d. I have reviewed the interest charges and interest is being calculated using an annual rate between 16%-24.9%. and under applicable state law would not be considered usurious;

e. The CFII Loan, the LIG Loan, and the Holdings Loan, together, do not constitute a Ponzi-scheme.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 17th day of December, 2019


/s/ RONALD J. SOLURI, JR.